

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
:
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**SECOND MONTHLY FEE STATEMENT OF EVERCORE GROUP L.L.C.
FOR COMPENSATION EARNED AND EXPENSES INCURRED FOR FEBRUARY 16,
2018 THROUGH MARCH 15, 2019**

Name of Applicant: Evercore Group L.L.C.

Authorized to Provide Professional Services Debtors and Debtors in Possession
to:

Date of Retention: December 7, 2018, *nunc pro tunc* to
October 15, 2018

Period for which compensation and February 16, 2018 through March 15, 2019
reimbursement is sought:

Monthly Fees Incurred: \$200,000

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Company (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

20% Holdback: \$40,000.00

Total Compensation Less 20% Holdback: \$160,000.00

Monthly Expenses Incurred: \$0

Total Fees and Expenses Due: \$160,000.00

This is a: X monthly interim final application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),² Evercore Group L.L.C. (“Evercore”) hereby submits this second monthly fee statement (the “Second Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as financial advisor to the Debtors, for the period February 16, 2018 through March 15, 2019 (the “Second Monthly Fee Period”). By this Second Monthly Fee Statement, Evercore seeks payment in the amount of \$160,000.00, representing eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Second Monthly Fee Period. Evercore did not incur expenses incurred in connection with such services.

² Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

SUMMARY OF TIME SPENT BY EVERCORE PROFESSIONALS
FROM FEBRUARY 16, 2018-MARCH 15, 2019

| Name of Professional | Title | Total Hours |
|-----------------------------|--------------------------|--------------------|
| Daniel Aronson | Senior Managing Director | 0.5 |
| Jeremy Matican | Managing Director | 2.5 |
| Siddhesh Patkar | Associate | 9.5 |
| Jonathan Kamel | Analyst | 25.5 |
| Ajith Sukumar | Analyst | 3.5 |
| Total | | 41.5 |

SUMMARY OF SERVICES RENDERED BY EVERCORE PROFESSIONALS
FROM FEBRUARY 16, 2018-MARCH 15, 2019

| Category | Project Description | Total Hours |
|-----------------|--|--------------------|
| 1 | General Case Administration | — |
| 2 | Asset Transfers | — |
| 3 | Financing Transactions | — |
| 4 | Valuation | — |
| 5 | Sale Transaction | — |
| 6 | Board communication | 2.5 |
| 7 | Court testimony and litigation support | 22.0 |
| 8 | Hearings and Court Matters | — |
| 9 | Travel | — |
| 10 | Evercore Retention | — |
| 11 | Fee Application | 17.0 |
| Total | | 41.5 |

SUMMARY OF EXPENSES INCURRED BY EVERCORE
FROM FEBRUARY 16, 2018-MARCH 15, 2019

NA

Notice and Objection Procedures

Notice of this Second Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com) and Luke Valentino (email: Luke.Valentino@searshc.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

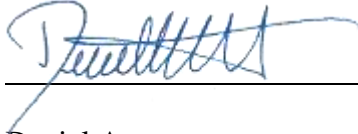
Objections to this Second Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 12, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Second Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Second Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Second Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: March 28, 2019



Daniel Aronson
Senior Managing Director
Evercore Group L.L.C.

Details of Hours Expended

| Daniel Aronson, Senior Managing Director | | | |
|--|---|-------------|--|
| Date | Work Done | Hour | Code |
| 2/28/2019 | Update Call with RSC and Advisors | 0.5 | Board communication |
| | Total | 0.5 | |
| Jeremy Matican, Managing Director | | | |
| Date | Work Done | Hour | Code |
| 2/22/2019 | Review of Analysis for PW Litigation | 0.5 | Court testimony and litigation support |
| 2/28/2019 | Update Call with RSC and Advisors | 0.5 | Board communication |
| 3/1/2019 | Review of Evercore Fee Statement | 1.0 | Fee Application |
| 3/14/2019 | Review of Analysis for PW Litigation | 0.5 | Court testimony and litigation support |
| | Total | 2.5 | |
| Sid Patkar, Associate | | | |
| Date | Work Done | Hour | Code |
| 2/28/2019 | Update Call with RSC and Advisors | 0.5 | Board communication |
| 2/28/2019 | Preparation of Evercore Fee Statement | 4.0 | Fee Application |
| 3/1/2019 | Preparation of Evercore Fee Statement | 4.0 | Fee Application |
| 3/14/2019 | Review of Analysis for PW Litigation | 1.0 | Court testimony and litigation support |
| | Total | 9.5 | |
| Jonathan Kamel, Analyst | | | |
| Date | Work Done | Hour | Code |
| 2/22/2019 | Financings / Asset Transfers Analysis for PW Litigation | 4.0 | Court testimony and litigation support |
| 2/22/2019 | Financings / Asset Transfers Analysis for PW Litigation | 4.0 | Court testimony and litigation support |
| 2/25/2019 | Preparation of Evercore Monthly Fee Statement | 4.0 | Fee Application |
| 2/28/2019 | Update Call with RSC and Advisors | 0.5 | Board communication |
| 3/1/2019 | Preparation of Evercore Monthly Fee Statement | 1.0 | Fee Application |
| 3/11/2019 | Financings Analysis for PW Litigation | 5.0 | Court testimony and litigation support |
| 3/13/2019 | Asset Transfers Analysis for PW Litigation | 5.0 | Court testimony and litigation support |
| 3/14/2019 | Asset Transfers Analysis for PW Litigation | 2.0 | Court testimony and litigation support |
| | Total | 25.5 | |
| Ajith Sukumar, Analyst | | | |
| Date | Work Done | Hour | Code |
| 2/28/2019 | Update Call with RSC and Advisors | 0.5 | Board communication |
| 3/1/2019 | Preparation of Evercore Monthly Fee Statement | 3.0 | Fee Application |
| | Total | 3.5 | |